

EXHIBIT 241

From: william.shepherd@jpmorgan.com [william.shepherd@jpmorgan.com]
Sent: 2/15/2005 6:57:27 PM
To: jes.staley@jpmorgan.com; david.hc.brigstocke@jpmorgan.com
CC: alexander.i.cook@jpmorgan.com
Subject: Highbridge consulting arrangement

Jes/David-

Per our discussion, here is a strawman proposal for the economics of a consulting arrangement at Highbridge for Jeff Epstein:

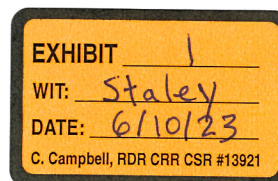
- Hired as consultant by Highbridge
- [5] year term to arrangement
- Compensation
- \$100K per annum direct fee
- Access to Highbridge employee pricing (waiver of management fee plus 50% of incentive fee) on investments up to 1% of Highbridge's total AUM
- JPMorgan to agree that \$100K cost of consulting fee plus waiver of management fee on money currently invested by Jeff at Highbridge as extraordinary items for purposes of the second and third purchase calculations. Waiver of management fee on money not currently invested at Highbridge would not be an extraordinary item

Notes:

- At \$7 billion in AUM, discount on \$70MM equals approximately \$2.1 million per annum (2% management fee plus 1% incentive fee) at assumed after management fee return of 8% per annum
- Assuming no growth in Highbridge's AUM, would have a present value of approximately \$8.0 million at a 10% discount rate
- Value of discounted fees will grow proportionately with AUM, which roughly approximates growth in value of Highbridge

Comments from discussion with Ron Resnick:

- Confirmed structure of employee pricing per above
- Highbridge has MFN clauses. Employee rate could be charged to Jeff as a consultant, but only on his own money (not his clients)
- Jeff's \$200-300MM is mostly with DB Zwirn, NOT Highbridge. Ron also believes this is mostly his client's money, not personal
- Jeff currently has approximately \$35 million with Highbridge directly. Ron was not sure whether this was his own money or client money



Let me know if you need anything further on this.

Thanks,

Bill

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